

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

IN RE: . Chapter 11
FTX TRADING LTD., et al., . Case No. 22-11068 (JTD)
Debtors. . Courtroom No. 5
824 Market Street
Wilmington, Delaware 19801
Friday, December 16, 2022
10:00 a.m.

TRANSCRIPT OF HEARING
BEFORE THE HONORABLE JOHN T. DORSEY
CHIEF UNITED STATES BANKRUPTCY JUDGE

APPEARANCES:

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1 (Proceedings commence at 10:06 a.m.)

2 THE COURT: Good morning, everyone. This is Judge
3 Dorsey. We're on the record in FTX Trading Ltd., Case Number
4 22-11068.

5 Before we start let me just remind everyone this is
6 a formal Court proceeding even though we are pursuing it
7 virtually so disruptions will not be tolerated. So please
8 keep your lines on mute unless you are speaking and your
9 cameras off unless you are one of the parties participating
10 in the discussion.

11 With that I will turn it over to debtor's counsel.

12 MR. GLUECKSTEIN: Good morning, Your Honor. This
13 is Brian Glueckstein of Sullivan & Cromwell for the debtors.

14 Can you hear me okay?

15 THE COURT: Yes. Thank you.

16 MR. GLUECKSTEIN: Thank you, Your Honor. Good
17 morning.

18 As reflected on the amended agenda that we filed at
19 Docket 232 we have only a short remaining agenda, three
20 matters for today, with the remaining items scheduled either
21 being resolved or adjourned to the January 11th hearing.

22 Your Honor, I propose to just proceed in order of
23 what we have remaining on the agenda if that is okay with the
24 Court.

25 With respect to the first item up today, Agenda

1 Item 4, is the debtor's motion to seal indemnification and
2 exculpation motion. The motion to seal was filed at Docket
3 95.

4 Your Honor will recall that at the November 22nd
5 hearing the Court entered an interim order at Docket No. 141,
6 at the debtor's request, sealing the debtor's motion,
7 authorizing certain indemnification and exculpation in
8 connection with the debtor's asset recovery efforts and the
9 interim order granting that motion, which were filed at
10 Docket Numbers 94 and 140 respectively.

11 The debtors have made significant progress locating
12 and securing digital assets, and that work remains ongoing.
13 Nonetheless, the debtors are comfortable that at this point,
14 in their work, when also considering the need for
15 transparency in these Chapter 11 cases that the motion and
16 interim order can be unsealed at this time.

17 As a result, the debtors are not requesting further
18 sealing of the motion and interim order on a final basis,
19 and, therefore, request that the Court unseal those documents
20 at this time. The debtor's request for entry of a final order
21 with respect to the indemnification motion itself is
22 scheduled to be heard at our second day hearing on January
23 11th.

24 THE COURT: All right. Does anyone wish to be
25 heard?

1 (No verbal response)

2 THE COURT: All right. I will enter the order to
3 unseal those pleadings.

4 MR. GLUECKSTEIN: Thank you, Your Honor.

5 The next item up this morning is Agenda Item No. 6
6 which is the amended motion of certain media outlets to
7 intervene in these proceedings for a limited purpose.

8 I will cede the podium to the movants.

9 THE COURT: Mr. Finger.

10 MR. FINGER: Good morning, Your Honor. David
11 Finger on behalf of the proposed interveners. May I please
12 the Court.

13 I believe Your Honor has some historical
14 familiarity with access motions. I don't know how much
15 detail Your Honor wants me to go into a motion to intervene
16 aspect of it. Certainly the Courts in this district and the
17 Appellate Third Circuit all recognize intervention as an
18 appropriate means to deal with access cases.

19 (Indiscernible) we share interest with the public
20 as the eyes and ears of the public. There is no need for an
21 independent basis for jurisdiction. The claim is under
22 constitutional rights as well as federal common law and,
23 therefore, we satisfy the requirements for intervention.

24 Turning to the motion to unseal I know yesterday,
25 Your Honor, that the trustee filed the -- identified the

1 members of the creditors committee and those names were not
2 under seal so we are already starting a process of names
3 dribbling out. The point I made in the motion is that names
4 are going to come out eventually. There is no basis for
5 distinguishing between names that voluntarily come out and
6 those who are on a list. That is not the standard for
7 sealing or unsealing what actions they have taken.

8 THE COURT: Well, Mr. Finger, let me stop you for a
9 second. I think the only thing on the agenda for today was
10 the motion to intervene. I will be scheduling a hearing on
11 the motion to unseal. I also saw that the committee was
12 appointed yesterday so we can now -- that is what I was
13 waiting for, for a committee to be appointed. Obviously,
14 they are going to have to retain counsel and get up to speed
15 before we have a hearing on this because this is something
16 they are going to want to weigh-in on.

17 Let me just stick with the amended motion to
18 intervene. I have read those papers. Is there any objection?
19 I made the objection deadline today at the hearing. Is
20 anyone objecting to the motion to intervene?

21 MR. GLUECKSTEIN: Your Honor, Brian Glueckstein of
22 Sullivan & Cromwell for the debtors.

23 Just very briefly. The debtors do not object to
24 the media outlets intervening for the sole purpose of
25 permitting the Court to hear their objection to the debtor's

1 motion for an order authorizing redaction of individual
2 information.

3 As Your Honor notes, that motion is not being heard
4 on the merits today. It will be heard at a future hearing.
5 The debtors do reserve all rights with respect to standing
6 and, otherwise, in the event that the media intervenors seek
7 to intervene more broadly in the case, but with respect to
8 being heard on this motion we don't have any objection.

9 THE COURT: Anyone else wish to be heard?

10 (No verbal response)

11 THE COURT: Mr. Finger, I assume the media outlets
12 are only seeking to intervene for purposes of the sealing
13 motion. Is that correct?

14 MR. FINGER: That is correct, Your Honor.

15 THE COURT: Okay.

16 MR. FINGER: They reserve the right to seek to
17 intervene in case there are other sealing issues that come up
18 or other matters for media interests. For now this is
19 limited to objecting to the proposed order sealing the names
20 and addresses of creditors.

21 THE COURT: Okay. I will approve that order. Do
22 we have a form of order uploaded that the parties agree on?

23 MR. FINGER: I am not sure of that, Your Honor, but
24 I will certainly contact Mr. Glueckstein when this is over to
25 make sure that we have something that is agreeable to

1 everyone.

2 THE COURT: Okay. Go ahead and confer, and upload
3 the order. No need to do it under COC. I will enter the
4 order once it gets uploaded.

5 MR. FINGER: Thank you, Your Honor.

6 THE COURT: Okay. Mr. Glueckstein, back -- and I
7 will come back to the -- we will talk about the scheduling of
8 that motion in a moment, but let me go back to Glueckstein
9 for the agenda for now.

10 MR. GLUECKSTEIN: Thank you, Your Honor.

11 The only other item on the agenda for this morning
12 is the status conference with respect to the motion of the
13 JPL's of FTX Digital Markets.

14 Did you want to address scheduling before we handle
15 that or at the end?

16 THE COURT: Well why don't we -- well, I mean the
17 only thing I was going to say about scheduling is -- I was
18 wondering if you were on, Ms. Sarkessian -- to have the
19 parties meet and confer with the committee once committee
20 counsel is appointed so that we can get something on the
21 books. I don't want this to linger out there too long. I
22 think it's something that does need to be addressed in a
23 fairly timely manner. Obviously, we are going to be into
24 January before that happens, but I also want to make sure the
25 committee's counsel is comfortable with its ability to

1 properly address that motion.

2 So I would just ask, Mr. Glueckstein and Ms.
3 Sarkessian, if you could meet and confer with the committee's
4 counsel, once we know who they are, and then contact Chambers
5 for a hearing date.

6 MS. SARKESSIAN: Your Honor, if I could address the
7 Court briefly.

8 THE COURT: Sure, go ahead.

9 MS. SARKESSIAN: Juliet Sarkessian for the U.S.
10 Trustee.

11 At the hearing earlier this week I believe Your
12 Honor suggested scheduling that hearing starting at 9 a.m. on
13 January the 11th. Initially, I think there is an omnibus
14 hearing for 10 a.m. and you suggested 9 a.m. because, you
15 know, potentially this hearing could have -- there is some
16 aspect of it that will be evidentiary. Is that something
17 that we could, sort of, put a pin on and have that reserved
18 so that assuming that date is okay for the committee that we
19 could move forward then?

20 THE COURT: Yeah. I do have it blocked on my
21 calendar beginning at 9:30 on the 11th, but we can start at
22 9. I think we -- you had indicated, Ms. Sarkessian, at the
23 last hearing that 9:30 would work better for you. So I set
24 it for 9:30, but we can make it 9 if we think this is going
25 to run over with all the other motions that are going to be

1 on for that day.

2 MS. SARKESSIAN: I leave that to debtor's counsel
3 to address. I can -- 9 o'clock is manageable for me. I can
4 make it work.

5 THE COURT: Okay. Mr. Landis.

6 (No verbal response)

7 THE COURT: You're muted, Mr. Landis.

8 MR. LANDIS: Sorry. No matter how long we do this,
9 Your Honor, I need to be reminded to click unmute.

10 Adam Landis from Landis Rath & Cobb on behalf of
11 the debtors.

12 We were anticipating Your Honor starting at 9. Ms.
13 Sarkessian had indicated that she could make it work. And
14 based on the length of the agenda and the nature of the
15 matters going forward we thought we were going to need the
16 time. So we would appreciate the Court's indulgence to start
17 at 9.

18 THE COURT: Okay. We will start it at 9 and we
19 will, at least, block out, including the seal motion on for
20 that day subject to the committee's counsel coming in and
21 saying they need more time.

22 MS. SARKESSIAN: Thank you, Your Honor.

23 THE COURT: Okay. Mr. Brown, do you want to be
24 heard? I see you turned your camera on.

25 (No verbal response)

1 THE COURT: You're muted, Mr. Brown.

2 I wish I had a dollar for every time I said that in
3 the last three years.

4 (Laughter)

5 MR. BROWN: You could retire. Can Your Honor hear
6 me?

7 THE COURT: You're muted still. It sounded like you
8 had two microphones open at the same time. You were getting
9 feedback.

10 MR. BROWN: Can Your Honor hear me now?

11 THE COURT: Yes.

12 MR. BROWN: Okay. I'm sorry, Your Honor. My zoom
13 requires me to dial-in as well. That is a technical issue on
14 my end.

15 THE COURT: You're going to have to speak-up a
16 little, Mr. Brown, or get the microphone closer.

17 MR. BROWN: I represent one of the members of the
18 committee, and not on behalf of the committee, but just
19 reporting to the Court that the committee is meeting and
20 going through its processes, and expects to select counsel
21 either Monday or Tuesday of next week and just wanted the
22 Court and parties to be aware of that.

23 THE COURT: Okay. Thank you. I appreciate that,
24 Mr. Brown.

25 Are there any other scheduling issues we need to

1 discuss at this point? I don't have anything on my list that
2 needs to be scheduled.

3 MR. GLUECKSTEIN: Not from the debtor's
4 perspective, Your Honor.

5 THE COURT: Okay. Let's go ahead with the status
6 conference.

7 MR. GLUECKSTEIN: Thank you, Your Honor. For that
8 I will turn it over to my partner, Mr. Bromley.

9 THE COURT: Okay.

10 MR. BROMLEY: Good morning, Your Honor. James
11 Bromley of Sullivan & Cromwell on behalf of the debtors.

12 We were before Your Honor a couple of days ago with
13 respect to the request by the joint provisional liquidators
14 from the Bahamas. We had a meeting yesterday in New York
15 which included representatives of the debtors, the joint
16 provisional liquidators, and the Securities Commission of the
17 Bahamas, both principals and counsel. While we haven't come
18 to any conclusions we did have a productive exchange of
19 views.

20 We have a proposal from the joint provisional
21 liquidators. The debtors will be responding to that proposal
22 and at the moment, Your Honor, we don't have a solution, but
23 we are certainly working in good faith to see if we can get
24 to a solution.

25 For the moment I think it makes sense to continue

1 to hold a date of January 6th. It is certainly our hope that
2 we might be able to have a solution prior to that and
3 notwithstanding the holidays we will be working towards
4 trying to come to that conclusion. At the moment, Your
5 Honor, I think we need to continue to hold that date.

6 THE COURT: Okay. Mr. Zakia.

7 MR. ZAKIA: Good morning, Your Honor. Jason Zakia
8 of White & Case on behalf of the joint provisional
9 liquidators.

10 First matter, Mr. Shore sends his apologies. He is
11 about three doors down from you, I think, in a different
12 courtroom on a long scheduled hearing. So you are stuck with
13 me.

14 Mr. Bromley is correct, we did have a meeting,
15 principals and counsel did attend. Mr. Ray attended. We
16 very much appreciated that. We are hopeful that we will be
17 able to work this out.

18 If I could just raise a couple of issues so Your
19 Honor can understand from our client's perspective in case we
20 do need to move forward. First, we believe that the proposal
21 we made with respect to the information addresses all of the
22 issues that were raised by Mr. Bromley earlier this week. So
23 we are hoping that the debtors consider that in good faith
24 and that we are able to come to an agreement because this is
25 critically important from our client, Your Honor.

1 This is a threshold issue for them. They need
2 access to their debtor's books and records in order to do
3 their job as Court appointed fiduciaries. So from our
4 perspective it will be really important that this issue with
5 regard to the information gets considered on its own merits
6 and isn't tied together with other parts of the case.

7 There are a lot of issues in the case that will
8 have to be dealt with and that will all come in time, but we
9 believe that our request for information, which we believe is
10 quite unremarkable, should be considered on its own and not
11 tied together with other issues.

12 On timing, Your Honor, I know that Your Honor has
13 set this for the 6th and so we will proceed on that schedule.
14 From our perspective this really is an urgent matter and so
15 while we are happy to work with the debtors from our
16 perspective we cannot have the issue of the information slip
17 past the 6th.

18 So to the extent we are not able to come to an
19 agreement what we really need to avoid from our perspective
20 is having this, kind of, drag out so that we can't even
21 really begin to do our job in the Bahamas for any longer
22 because this is really interfering with the ability of the
23 liquidators to do their job. So that is why the timing, from
24 our perspective, is so important.

25 I think it's important to note that in any

1 international case like this there are a multitude of
2 jurisdictions that have legitimate and important interests,
3 and that certainly includes the Bahamas. Remember, these are
4 Bahamian entities. Our clients are the trustees for a
5 Bahamian entity. And the Bahamian legal system is an
6 independent legal system that should be respected.

7 There have been a lot of allegations an aspersions
8 thrown around directed at the Bahamas, the Bahamian
9 Government, the Bahamian legal system, and we will deal with
10 that in good time if necessary. If we get to the 6th we
11 think the evidence will show that those allegations are
12 wholly without merit. In fact, as Mr. Shore pointed out one
13 of the allegations that the debtors raised in connection
14 with -- in response to this motion to shorten that the
15 Bahamians were somehow facilitating payments, off the system,
16 to Bahamian residents in preference to other creditors.

17 When we look at the evidence they have that exactly
18 backwards. Our clients were appointed specifically as part
19 of an effort to stop such activity. And so we do think that
20 to the extent that there have been allegations of any
21 improper conduct by our clients or by the Bahamian system, as
22 a whole, at the right time the evidence will show that that
23 is entirely unfounded.

24 The last point I want to make, Your Honor, just so
25 you can understand this from my client's perspective, my

1 clients are independent Court appointed fiduciaries for the
2 Bahamian estate that had no involvement in this matter prior
3 to their appointment and the commencement of these
4 bankruptcy proceedings. They are charged under Bahamian law
5 with investigating what happened and the information that is
6 requested by this motion, which, again, is the information
7 that belongs to the debtors over which they have been charged
8 and given responsibility is fundamental to their ability to
9 do that investigation.

10 We found ourselves in a situation which, again,
11 from their perspective is a little bit upside down, where the
12 debtor's, even with regard to the information that belongs
13 to the Bahamian entity, the debtors have set themselves up
14 as a gatekeeper here, and while I am --

15 THE COURT: Mr. Zakia, I'm going to cut you off
16 because we're getting into the merits of the issues here. We
17 have a hearing date on the 6th. I am going to talk a little
18 bit more about that date and what is going to happen leading
19 up to it. Let's -- you know, this is not the time to make
20 those arguments.

21 MR. ZAKIA: Understood, Your Honor.

22 THE COURT: The evidence will show what the
23 evidence shows if we get to the 6th. That is what I will
24 base my decision upon at that time.

25 MR. ZAKIA: I am --

1 THE COURT: Hold on, Mr. Zakia.

2 MR. ZAKIA: Sorry, Your Honor.

3 THE COURT: So at this point what I want to know is
4 have -- is the briefing complete on the motion to lift the
5 stay and turn over -- Mr. Bromley is shaking his head no. I
6 haven't seen a response from the debtors yet. Is that
7 correct, Mr. Bromley?

8 MR. BROMLEY: That is correct, Your Honor. We did
9 file an objection to the motion to shorten. We have not
10 filed an objection to the motion to compel. We would like to
11 have a schedule to do that.

12 THE COURT: All right.

13 MR. ZAKIA: Your Honor, just on that point -- if I
14 -- this might help with Mr. Bromley's response. One of the
15 things that we will do, if we proceed on the 6th, Your Honor,
16 I know that the live access versus static access was a hot
17 issue. And while, again, we don't agree with the debtor's
18 concerns, in order to simplify this hearing for purposes of
19 the 6th what we will be seeking is static access, not live
20 access. We think that that makes the issues simpler and
21 cleaner.

22 So we would be amending the relief we sought in the
23 motion to seek, at this point without prejudice, live access
24 later, simply static access at this point.

25 THE COURT: All right.

1 MR. ZAKIA: Hopefully that makes the issues
2 simpler.

3 THE COURT: All right. It sounds like it might,
4 but I will leave that to Mr. Bromley. That is an issue for
5 him to address with his clients.

6 So for the briefing schedule we have a hearing date
7 on the 6th.

8 Mr. Bromley, when do you want to file your response
9 to the motion to compel?

10 MR. BROMLEY: Your Honor, the 6th is a Friday. We
11 would like to be able to file our response on the morning of
12 the 4th which is Wednesday. So 9 a.m. on the 4th.

13 THE COURT: That won't give much time for Mr. Zakia
14 to file a reply brief. Why don't we --

15 MR. ZAKIA: You read my mind, Your Honor.

16 THE COURT: -- make it -- why don't we make your
17 brief due, Mr. Bromley, on the 30th and then if there is a
18 reply that will be on the 4th and that gives me a couple days
19 to review it before I have to go to the hearing.

20 MR. BROMLEY: Certainly we will meet those dates,
21 Your Honor.

22 THE COURT: Okay. And we have -- this will,
23 obviously, be a live hearing with -- well, hybrid, I guess.
24 People who want to participate -- who aren't going to be
25 actively participating in the hearing on the 6th can appear

1 virtually, but the main parties to the case and certainly the
2 witnesses must appear live in the Courtroom.

3 MR. BROMLEY: Understood, Your Honor.

4 THE COURT: Same goes for, I think, the second day
5 hearings -- just to go off this issue for a while, the second
6 day hearings, Mr. Bromley, are we anticipating -- well now
7 that we may have the issue on sealing I assume we're going to
8 have witnesses. So that will probably have to be a hybrid
9 hearing as well. So just so that everybody knows ahead of
10 time.

11 MR. BROMLEY: Yes, Your Honor.

12 THE COURT: So anything else on scheduling before
13 we adjourn?

14 MR. BROMLEY: With respect to the hearing on the
15 6th if we do have to go forward, what I would propose, Your
16 Honor, is on the 30th, when we file our response, that that
17 will also be the date that the parties would exchange names
18 of testifying witnesses for the hearing on the 6th.

19 THE COURT: Yes, absolutely. And to the extent you
20 can agree on stipulated facts, and exhibits, and the
21 admissibility of exhibits, we should also do that on the 30th
22 as well. So why don't we just go ahead and have, kind of, a
23 pretrial order that lays out what the agreed upon facts are,
24 what the disputed facts are, what the witnesses are, and a
25 brief statement about what they're going to testify about,

1 exhibits, list of exhibits, whether they're agreed to or not
2 and that way I can address any objections to the exhibits at
3 the beginning of the hearing on the 6th.

4 MR. BROMLEY: Very good, Your Honor.

5 MR. ZAKIA: Your Honor, just with regard to
6 scheduling, I don't know if you want to deal with this now,
7 we spoke, I think, on Wednesday as to the scheduling of the
8 recognition hearing.

9 THE COURT: I asked about it.

10 MR. ZAKIA: Yeah, I thought Chambers had given us
11 the 13th of January as a date for that. I didn't know if
12 that still works for the Court or the debtors.

13 THE COURT: It's not on my calendar.

14 MR. ZAKIA: I didn't know if you wanted to set that
15 now or if we should work with Chambers offline to accomplish
16 that.

17 THE COURT: Work with Chambers and debtor's
18 counsel. Obviously, you are going to have to have the
19 committee's counsel as well on that one.

20 MR. BROMLEY: Your Honor, with respect to the
21 recognition certainly it is our hope that we will be able to
22 resolve issues that exist between the parties, but if we are
23 not able to we do not consent to go forward on the 13th. We
24 will need discovery with respect to the recognition hearing.
25 So our view is that what we should do, at best, is have a

1 scheduling hearing with respect to discovery. We will need
2 to take discovery not only of the joint provisional
3 liquidators, but also other parties in the Bahamas if we do
4 decide to go forward on that basis.

5 THE COURT: All right. I will let the parties meet
6 and confer along with the committee counsel and then if you
7 need to have a scheduling conference come back and we will do
8 that.

9 MR. ZAKIA: I would just suggest to Mr. Bromley if
10 there is discovery and they want to get started they can get
11 started. Again, we're going to want Your Honor to be able to
12 deal with these issues in a timely manner. I know we don't
13 have to resolve that here, but it's going to prejudice our
14 clients if these things just get pushed off indefinitely.

15 THE COURT: Well it sounds like the parties are
16 talking to each other and hopefully the cooperation will
17 continue including discovery issues. I don't want to have to
18 spend my holiday, while I'm traveling, having to have a
19 conference call about a discovery dispute. So hopefully the
20 parties can agree on discovery issues.

21 Anything else before we adjourn?

22 MR. BROMLEY: Nothing from the debtors, Your Honor.

23 THE COURT: All right. Thank you all very much.

24 We're adjourned. I guess I will -- I guess we won't get
25 together then till the 6th if that goes forward. Hopefully

1 the parties can resolve it, but if not I'm prepared to go
2 forward on the 6th.

3 Thank you all very much. Enjoy the holidays. I
4 will see everybody next year. We're adjourned.

5 (Proceedings concluded at 10:32 a.m.)
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9

10 CERTIFICATION

11 I certify that the foregoing is a correct
12 transcript from the electronic sound recording of the
13 proceedings in the above-entitled matter to the best of my
14 knowledge and ability.
15

16 /s/ Mary Zajackowski

December 16, 2022

17 Mary Zajackowski, CET-531

18 Certified Court Transcriptionist

19 For Reliable
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